IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re

In re

Chapter 11

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

----- x

AFFIDAVIT OF SERVICE

I, Evan Gershbein, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants, LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On June 9, 2006, I caused to be served the documents listed below (i) upon the parties listed on <u>Exhibit A</u> hereto via overnight delivery, (ii) upon the parties listed on <u>Exhibit B</u> hereto via electronic notification, (iii) upon the parties listed on <u>Exhibit C</u> hereto via electronic notification, and (iii) upon the parties listed on <u>Exhibit D</u> hereto via postage pre-paid U.S. mail:

- 1) Notice of Hearing on Creditors' Motion to Lift Stay (Docket No. 4069) [a copy of which is attached hereto as Exhibit E]
- 2) Notice of Change of Hearing Date (Docket No. 4104) [a copy of which is attached hereto as Exhibit F]
- 3) Debtors' Objection To Motion Of H.E. Services Company And Robert Backie, Majority Shareholder For Relief From Automatic Stay (Docket No. 4108) [a copy of which is attached hereto as Exhibit G]
- 4) Debtors' Objection To Motion Of Cindy Palmer, Personal Representative Of The Estate Of Michael Palmer, Deceased, For Relief From Automatic Stay (Docket No. 4111) [a copy of which is attached hereto as Exhibit H]
- 5) Debtors-Appellees' Rule 8006 Designation of Additional Record Items on Appeal (Docket No. 4119) [a copy of which is attached hereto as Exhibit I]

On June 9, 2006, I caused to be served the document listed below (i) upon the parties listed on <u>Exhibit J</u> hereto via overnight delivery and (ii) upon the parties listed on <u>Exhibit K</u> hereto via electronic notification:

6) Notice of Change of Hearing Date (Docket No. 4104) [a copy of which is attached hereto as Exhibit F]

On June 9, 2006, I caused to be served the documents listed below upon the parties listed on Exhibit L hereto via overnight delivery:

- 7) Debtors' Objection To Motion Of H.E. Services Company And Robert Backie, Majority Shareholder For Relief From Automatic Stay (Docket No. 4108) [a copy of which is attached hereto as Exhibit G]
- 8) Debtors' Objection To Motion Of Cindy Palmer, Personal Representative Of The Estate Of Michael Palmer, Deceased, For Relief From Automatic Stay (Docket No. 4111) [a copy of which is attached hereto as Exhibit H]

On June 9, 2006, I caused to be served the documents listed below upon the parties listed on Exhibit M hereto via overnight delivery:

9) Debtors-Appellees' Rule 8006 Designation of Additional Record Items on Appeal (Docket No. 4119) [a copy of which is attached hereto as Exhibit I]

Dated: June 13, 2006	
	/s/ Evan Gershbein
	Evan Gershbein

Subscribed and sworn to (or affirmed) before me on this 13th day of June, 2006, by Evan Gershbein, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature : /s/ Sarah Elizabeth Frankel

Commission Expires: 12/23/08

EXHIBIT A

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Delphi Corporation
Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Brandes Investment Partners LP	Ted Kim	11988 El Camino Real	Suite 500	San Diego	CA	92103				Equity Security Holders Committee Member
Brown Rudnick Berlack Israels			Cuite 500				242 200 4022	242 2004004	rotoric@brouger.idnick.com	
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel for Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technolog (M) Sdn. Bhd
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
										Equity Security Holders Committee
DC Capital Partners LP	Douglas L Dethy	800 Third Avenue	40th Floor	New York	NY	10022				Member
									sean.p.corcoran@delphi.com	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	МІ	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel for Flextronics International
Florida de la forma di anali 100 de la constitución	Bard W. Andarran	0000 Fartura Britan		0 1	0.4	05404	400 400 4000		noul and arean Officiation com	Counsel for Flextronics
Flextronics International USA, Inc	c. Paul W. Anderson	2090 Fortune Drive 6501 William Cannon Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Proposed Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
0	Lamia A. Hannal	1701 Pennsylvania Avenue, NW		10/	DC	20006	000 057 0000	000 050 4500	lhannal@graam.com	0
Groom Law Group	Lonie A. Hassel		OF the File and	Washington New York	NY		202-857-0620	202-659-4503	lhassel@groom.com	Counsel for Employee Benefits
Hodgson Russ LLP Honigman Miller Schwartz and	Stephen H. Gross	152 West 57th Street	35th Floor 660 Woodward	New YORK	INT	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel for Hexcel Corporation Counsel to General Motors
Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	Avenue	Detroit	МІ	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Corporation
Honigman Miller Schwartz and			660 Woodward					2 12 120 0000		Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
	Attn: Insolvency Department,									
Internal Revenue Service	Maria Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CWA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164	hreichardiuecwa@aol.com	Creditor Committee Member Equity Security Holders Committee
James E Bishop Sr		502 Shiloh Dr	No 9	Laredo	TX	78045				Member
James H Kelly		517 Lost Angel Rd		Boulder	СО	80302				Equity Security Holders Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
	Thomas F. Maher, Richard								thomas.f.maher@chase.com richard.duker@jpmorgan.com	
JPMorgan Chase Bank, N.A.	Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com	Postpetition Administrative Agent

22151111				A land						
COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION Counsel Data Systems
Kramer Levin Naftalis & Frankel										Corporation; EDS Information
LLP	Gordon Z. Novod	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com	Services, LLC
										Counsel Data Systems
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LLP	Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	tmayer@kramerlevin.com	Services, LLC
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	jle@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Daniel R. Fisher	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
Luqman Yacub		PO Box 1026		Hartville	ОН	44632				Equity Security Holders Committee Member Counsel for Recticel North
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street		Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	America, Inc.
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McDermott Will & Emery LEF	WOTSIII N. Miambau	227 West Worlde Street		Criicago	IL	00000	312-372-2000	312-904-7700	TIKHAHIDAU@HWe.com	Counsel for Movant Retirees and
McTique Law Firm	J. Brian McTique	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctique@mctiquelaw.com	Proposed Counsel for The Official Committee of Retirees
	Ü			Ŭ						Counsel for Movant Retirees and
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiguelaw.com	Proposed Counsel for The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015		UCC Professional
										Counsel for Blue Cross and Blue
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Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Securities and Exchange Commission
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.nv.us	New York Attorney General's Office
O'Melveny & Myers LLP	Robert Siegel	400 South Hope Street			CA	90071	213-430-6000	213-430-6407	rsiegel@omm.com	Special Labor Counsel
O Merverly & Myers LLF	Tom A. Jerman, Rachel	400 South Hope Street		Los Angeles	CA	90071	213-430-6000	213-430-0407	rsiegei@omm.com_	Special Labor Couriser
O'Melveny & Myers LLP	Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tierman@omm.com	Special Labor Counsel
Pardus European Special Opportunities Master Fund LP	Joseph R Thornton	Pardus Capital Management	1101 Avenue of the Americas Suite 1100	New York	NY	10018				Equity Security Holders Committee
Pension Benefit Guaranty	оссорите полиси		Cuito 1100	TOW TORK		10010				Chief Counsel for the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
Pension Benefit Guaranty									garrick.sandra@pbgc.gov	Counsel for Pension Benefit
Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	efile@pbqc.gov	Guaranty Corporation
Phillips Nizer LLP	Sandra A. Riemer	666 Fifth Avenue		New York	NY	10103	212-841-0589	212-262-5152	sriemer@phillipsnizer.com	Counsel for Freescale Semiconductor, Inc., f/k/a Motorola Semiconductor Systems
Rothchild Inc.	David L. Resnick	1251 Avenue of the Americas		New York	NY	10020	212-403-3500	212-403-5454	david.resnick@us.rothschild.com	Financial Advisor Counsel to Murata Electronics
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									dbartner@shearman.com	
Shearman & Sterling LLP	Douglas Bartner, Jill Frizzley	599 Lexington Avenue		New York	NY	10022	212-8484000	212-848-7179	jfrizzley@shearman.com	Local Counsel to the Debtors
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
									jbutler@skadden.com	
Skadden, Arps, Slate, Meagher &	John Wm. Butler, John K.								ilyonsch@skadden.com	
Flom LLP	Lyons, Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
Skadden, Arps, Slate, Meagher &	Kavalyn A. Marafioti. Thomas								kmarafio@skadden.com	
Flom LLP	J. Matz	4 Times Square	P.O. Box 300	New York	NY	10036	212-735-3000	212-735-2000	tmatz@skadden.com	Counsel to the Debtor
		·								Counsel for Movant Retirees and
ı										Proposed Counsel for The Official
Spencer Fane Britt & Browne LLF	Daniel D. Doyle	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	ddoyle@spencerfane.com	Committee of Retirees
l										Counsel for Movant Retirees and
Spencer Fane Britt & Browne LLF	Nicholas Franks	1 North Brentwood Boulevard	Tanth Flags	Ct. Lauria	МО	63105	244 002 7722	244 002 4050	nfranke@spencerfane.com	Proposed Counsel for The Official Committee of Retirees
Spencer Fane Britt & Browne LLF		i North Brentwood Boulevard	Tenth Floor	St. Louis	IVIO	03105	314-863-7733	314-862-4656		Committee of Retirees
	Chester B. Salomon,								cp@stevenslee.com	
Stevens & Lee, P.C.	Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York		10022	2123198500	2123198505	cs@stevenslee.com	Counsel for Wamco, Inc.
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
Trustee of the Koury Family Trust	t James N Koury	410 Reposado Dr		La Habra Heights	CA	90631				Equity Security Holders Committee Member
Tradice of the reary running rradi	MaryAnn Brereton, Assistant	Tro Neposado Bi		ricigiito	O/ t	00001				Member
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
,								212-668-2255		
								does not take		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	service via fax		Counsel to United States Trustee
										Proposed Conflicts Counsel for the
Warner Stevens, L.L.P.	Michael D. Warner	4700 Oit - O t T II	301 Commerce	F 10/ 11-	TX	76102	047 040 5050	817-810-5255		Official Committee of Unsecured Creditors
warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	IX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	ieff.tanenbaum@weil.com	Counsel to General Motors Corporation
	, ,									Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
l <u>-</u>		L	1100 North							Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Member/Indenture Trustee

EXHIBIT B

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	710	PHONE	FAX	EMAIL	DARTY / FUNCTION
Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EWAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsnv.com	
										Counsel for Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia-
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178 0061	2126966000	2126971559	sreisman@cm-p.com	Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
mosie LLF		101 Faik Aveilue		New TOIK	INT	10176-0001		+		,
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
									sean.p.corcoran@delphi.com	
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2670	karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	МІ	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member
Flextronics International	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	Counsel for Flextronics International
										Counsel for Flextronics
Flextronics International USA, Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Proposed Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	1701 Pennsylvania Avenue, NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel for Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel for Hexcel Corporation
Honigman Miller Schwartz and			660 Woodward							Counsel to General Motors
Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	МІ	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
IUE-CWA	Henry Reichard	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164	hreichardiuecwa@aol.com	Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
, ,,	Thomas F. Maher, Richard								thomas.f.maher@chase.com richard.duker@jpmorgan.com	
JPMorgan Chase Bank, N.A.	Duker, Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A.	Vilma Francis	270 Park Avenue		New York	NY	10017	212-270-5484	212-270-4016	vilma.francis@jpmorgan.com	Prepetition Administrative Agent
Kramer Levin Naftalis & Frankel LLP	Cordon 7 Noved	1177 Avenue of the Americas		New York	NY	10036	242 745 0400	242 745 0000		Counsel Data Systems Corporation; EDS Information
Kramer Levin Naftalis & Frankel	Gordon Z. Novod Thomas Moers Mayer	1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com tmayer@kramerlevin.com	Services, LLC Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	James Le	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-751-1511	310-751-1561	ile@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenbera@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	, and the second	767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
		767 Third Ave.	31st Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healv@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Patrick J. Healy	767 Third Ave.	3 ISL F1001	New York	INT	10017	212-750-0474	212-750-1361	patrick.neary@iawdeb.com	Counsel for Recticel North
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EXHIBIT C

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EXHIBIT D

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Attorney for Creditors, Kelly R. Groce and Kelly D. Groce

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

~~~~		X	
		:	
In re		:	Chapter 11
		:	
DELPHI CORPORATION, et al.,		:	Case No. 05-44481 (RDD)
		:	
	Debtors.	:	Jointly Administered
		:	
		X	

#### NOTICE OF HEARING ON CREDITORS' MOTION TO LIFT STAY

TO: ALL KNOWN DEBTORS AND UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK

PLEASE TAKE NOTICE that on July 19, 2006, during the omnibus hearing, Creditors', Kelly R. Groce and Kelly D. Groce, Motion to Lift Stay, which was filed with this court on April 27, 2006, will be heard to consider the granting of said Motion to Lift Stay.

DATED: May 31, 2006

Michael J. Sobjeray (MS-0310) STEWART & STEWART 931 S. Rangeline Road Carmel, IN 46032 (317)846-8999

Attorney for Creditors, Kelly R. Groce and Kelly D. Groce



STEWART & STEWART 931 S. Rangeline Road Carmel, IN 46032 (317)846-8999 Michael J. Sobieray (MS-0310)

Attorney for Creditors, Kelly R. Groce and Kelly D. Groce

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : Jointly Administered
:

### NOTICE OF HEARING ON CREDITORS' MOTION TO LIFT STAY

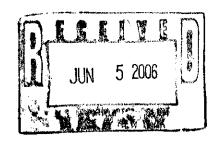
TO: ALL KNOWN DEBTORS AND UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK

PLEASE TAKE NOTICE that on July 19, 2006, during the omnibus hearing, Creditors', Kelly R. Groce and Kelly D. Groce, Motion to Lift Stay, which was filed with this court on April 27, 2006, will be heard to consider the granting of said Motion to Lift Stay.

DATED: May 31, 2006

Michael J. Sobjeray (MS-0310) STEWART & STEWART 931 S. Rangeline Road Carmel, IN 46032 (317)846-8999

Attorney for Creditors, Kelly R. Groce and Kelly D. Groce



UNITED STATES BANKRUPTCY COURT	I
SOUTHERN DISTRICT OF NEW YORK	

In re

DELPHI CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 05-44481 (RDD)

Jointly Administered

#### MOTION TO LIFT STAY

Comes now the creditors, KELLY R. GROCE and KELLY D. GROCE, by Counsel, and moves this Honorable Court, to lift the stay in the above referenced matter so that the above mentioned creditor may pursue litigation against the Debtors regarding a slip and fall accident involving the debtor, Delphi Corporation, in which personal injuries and damages were sustained by said creditors. Said creditor's complaint for personal injuries is presently on file in the Henry County Circuit Court, in the State of Indiana, captioned Kelly R. Groce and Kelly D. Groce v. Delphi Corporation and GMAC Global Relocation Services, Cause No. 33C01-0401-CT-0004.

WHEREFORE, counsel for creditors, Kelly R. Groce and Kelly D. Groce, respectfully requests that the Court lift the automatic stay in the above referenced matter, and for all other relief just and proper in the premises.

Michael J. Sobieray, MS0310

Attorney for Creditors,

Kelly R. Groce and Kelly D. Groce

Stewart & Stewart 931 S. Rangeline Road Carmel, Indiana 46032 (317) 846-8999



## **EXHIBIT F**

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP Four Times Square New York, New York 10036 (212) 735-3000 Kayalyn A. Marafioti (KM 9632) Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:

Toll Free: (800) 718-5305 International: (248) 813-2698

Delphi Legal Information Website: http://www.delphidocket.com

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

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NOTICE OF CHANGE OF HEARING DATE

PLEASE TAKE NOTICE THAT in accordance with paragraph three of the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered on May 19, 2006 (Docket No. 3824), the Omnibus Hearing scheduled for June 16, 2006 at 10:00 a.m. (Prevailing Eastern Time) has been rescheduled to June 19, 2006 at 10:00 a.m. (Prevailing Eastern Time).

Dated: New York, New York June 9, 2006

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
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(312) 407-0700

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By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
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Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

## **EXHIBIT G**

Hearing Date: June 19, 2006

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

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Attorneys for Delphi Corporation, et al., Debtors and Debtors-in-Possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors. : (Johnty Administered

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DEBTORS' OBJECTION TO MOTION
OF H.E. SERVICES COMPANY AND ROBERT BACKIE, MAJORITY
SHAREHOLDER FOR RELIEF FROM AUTOMATIC STAY

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the motion of H.E. Services Company and Robert Backie, Majority Shareholder (collectively, "H.E. Services"), for relief from the automatic stay, dated March 6, 2006 (the "Motion") (Docket No. 2705). In support of the Objection, the Debtors respectfully represent as follows:

## **Preliminary Statement**

- 1. The Motion should be denied because H.E. Services has not shown adequate cause for relief from the automatic stay to continue its litigation against Delphi. Indeed, the movant has not shown <u>any</u> cause. In support of its Motion, H.E. Services alleges that (i) continuation of its \$100 million lawsuit will require no significant time from any employee involved in the Debtors' bankruptcy cases and (ii) both the Debtors and H.E. Services will benefit if the stay is lifted and these matters are brought to judgment and collection. H.E. Services is wrong on both comments.
- 2. The Debtors have no insurance coverage for this matter and thus, the continuation of the H.E. Services' litigation will directly affect the Debtors and their estates, to the detriment of all other creditors. All costs associated with defending the action and any liability that may arise as a result of it would be borne directly by the Debtors' estates.
- 3. In addition, the H.E. Services' litigation is in the early stages. In fact, the action was filed only four months before the Debtors sought chapter 11 relief,

and discovery has not yet even commenced. To properly defend the estates against H.E. Services' \$100 million claim, the Debtors would allocate resources that would otherwise be used in their restructuring efforts. Indeed, the Debtors' in-house attorneys are involved in this suit and most other litigation against the Debtors. Accordingly, continuation of this suit would be a distraction from the Debtors' focus on reorganizing. This would be detrimental to all of the Debtors' stakeholders because the Debtors are at a critical stage of these highly complex chapter 11 cases, and all of their resources are and should be focused on maintaining operations and implementing the Delphi transformation plan.

4. Indeed, on March 31, 2006, the Debtors announced their strategy to prepare for their return to stable, profitable business operations through a broad-based global restructuring. In furtherance of the Debtors' restructuring efforts, on May 9, 2006, the hearing on the Debtors' motion for authority to reject U.S. labor agreements and to modify retiree benefits under sections 1113 and 1114 of the Bankruptcy Code commenced. Moreover, the Debtors expect to commence the hearing on their motion for authority to reject certain unprofitable supply contracts with General Motors Corporation ("GM") after the section 1113 and 1114 hearing has concluded. The Debtors are also preparing to implement other aspects of their transformation plan including streamlining the Debtors' product portfolio, transforming the Debtors' salaried workforce to ensure that the Debtors' organizational and cost structure is competitive, and devising a workable solution to the Debtors' current pension issues. The resolution of these matters, which will require the Debtors' undivided attention, is key to the Debtors' ability to complete its U.S.-based restructuring and emerge from chapter 11.

- 5. Accordingly, there is no good reason why the Debtors should now be forced to divert their attention from the immense tasks at hand to appease H.E. Services in its attempt to resume the litigation related to its claim and collect any judgment from the Debtors. To permit adjudication of H.E. Services' claims at this time would improperly prefer this unsecured creditor over other holders of disputed, unliquidated claims and will encourage other similarly situated parties to follow suit. Because the Debtors are parties to more than two hundred active and threatened lawsuits throughout the country, if the automatic stay is lifted for H.E. Services, the Debtors could be inundated with similar motions from numerous litigation claimants. This would force the Debtors to reallocate needed resources to defend against numerous motions to modify the automatic stay rather than focus on restructuring efforts to emerge from chapter 11 as soon as possible.
- 6. In light of the issues currently facing the Debtors, they simply should not be forced to litigate prepetition claims now with H.E. Services or any other similarly situated claimant. In fact, this type of costly distraction is precisely what Congress intended to halt through the automatic stay. Permitting a modification of the stay at this time to allow H.E. Services to proceed against Delphi with its litigation would undermine the protections afforded by Congress to a chapter 11 debtor.

### Argument

7. The automatic stay imposed by section 362 of the Bankruptcy

Code is one of the most fundamental and significant protections that the Bankruptcy

Code affords a debtor. Midlantic Nat'l Bank v. N.J. Dep't of Envt'l. Prot., 474 U.S. 494,

503 (1986); see also In re Drexel Burnham Lambert Group Inc., 113 B.R. 830, 837

(Bankr. S.D.N.Y. 1990) ("[A]utomatic stay is key to the collective and preservative nature of a bankruptcy proceeding."). The automatic stay is designed to, among other purposes, give the debtor a "breathing spell" after the commencement of a chapter 11 case and shield the debtor from creditor harassment and a multitude of litigation in a variety of forums at a time when the debtor's personnel should be focusing on restructuring. See Taylor v. Slick, 178 F.3d 698, 702 (3d Cir. 1999), cert. denied, 528 U.S. 1079 (2000); In re Enron Corp., 300 B.R. 201 (Bankr. S.D.N.Y. 2003).

- 8. The automatic stay broadly extends to all matters that may have an effect on a debtor's estate, enabling bankruptcy courts to ensure that debtor has the opportunity to rehabilitate and reorganize its operations. See Manville Corp. v. Equity Sec. Holders Comm. (In re Johns-Manville Corp.), 801 F.2d 60, 62–64 (2d Cir. 1986); see also Fid. Mortgage Investors v. Camelia Builders, Inc., 550 F.2d 47, 53 (2d Cir. 1976) ("Such jurisdiction is necessary 'to exclude any interference by the acts of others or by proceedings in other courts where such activities or proceedings tend to hinder the process of reorganization."") (citation omitted); AP Indus. Inc. v. SN Phelps & Co. (In re AP Indus., Inc.), 117 B.R. 789, 798 (Bankr. S.D.N.Y. 1990) ("The automatic stay prevents creditors from reaching the assets of the debtor's estate piecemeal and preserves the debtor's estate so that all creditors and their claims can be assembled in the bankruptcy court for a single organized proceeding.").
- 9. Section 362(d)(1) of the Bankruptcy Code provides that the court may grant relief from the automatic stay "for cause." In Sonnax Indus. v. Tri Component Prods. Corp. (In re Sonnax Indus.), 907 F.2d 1280, 1285 (2d Cir. 1990), the Court of Appeals explained the burden-shifting regime on a motion to modify the automatic stay:

The burden of proof on a motion to lift or modify the automatic stay is a shifting one. Section 362(d)(1) requires an initial showing of cause by the movant, while Section 362(g) places the burden of proof on the debtor for all issues other than "the debtor's equity in property," 11 U.S.C. § 362(g)(1). See 2 Collier on Bankruptcy ¶ 362.10, at 362-76. If the movant fails to make an initial showing of cause, however, the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection.

- court should deny relief without requiring any showing from the debtor that it is entitled to continued protection." In re Sonnax Indus., 907 F. 2d at 1285; see also In re Metro

  Transp. Co., 82 B.R. 351, 353 (Bankr. E.D. Pa. 1988) (noting that unsecured creditors face difficult task of producing evidence to establish balance of hardships tips in their favor to obtain stay relief). Moreover, during the period when debtors still retain the exclusive right to formulate a plan of reorganization, "an unsecured, unliquidated claim holder should not be permitted to pursue litigation against the debtor in another court unless extraordinary circumstances are shown." See In re Pioneer Commercial Funding

  Corp., 114 B.R. 45, 48 (Bankr. S.D.N.Y. 1990). As more fully described below, H.E.

  Services has failed to show any cause, let alone extraordinary cause, sufficient to obtain relief from the automatic stay to proceed with its litigation. The failure of H.E. Services to satisfy its burden to show cause is sufficient grounds to deny its Motion.
- 11. Even if the movants had provided one shred of evidence to satisfy cause which they have not this Court is given sound discretion to evaluate the propriety of lifting the stay under the circumstances. <u>In re Sonnax Indus.</u>, 907 F.2d at 1288. Courts have traditionally used multifactor tests to determine whether cause exists to modify or lift the automatic stay. The Second Circuit has used a twelve-factor lift stay

test articulated in the <u>Sonnax</u> decision.¹ <u>In re Sonnax</u> sets forth the following list of twelve factors that should be considered when deciding whether the stay should be lifted to allow litigation against a debtor to continue in another forum:

(1) whether relief would result in a partial or complete resolution of the issues; (2) lack of any connection with or interference with the bankruptcy case; (3) whether the other proceeding involves the debtor as a fiduciary; (4) whether a specialized tribunal with the necessary expertise has been established to hear the cause of action; (5) whether the debtor's insurer has assumed full responsibility for defending it; (6) whether the action primarily involves third parties; (7) whether litigation in another forum would prejudice the interests of other creditors; (8) whether the judgment claim arising from the other action is subject to equitable subordination; (9) whether movant's success in the other proceeding would result in a judicial lien avoidable by the debtor; (10) the interests of judicial economy and the expeditious and economical resolution of litigation; (11) whether the parties are ready for trial in the other proceeding; and (12) impact of the stay on the parties and the balance of harms.

Id. at 1286. See also In re Curtis, 40 B.R. 795, 799–800 (Bankr. D. Utah 1984). All twelve factors will not be relevant in every case, Mazzeo v. Lenhart (In re Mazzeo), 167 F.3d 139, 143 (2d Cir. 1999), nor must the Court afford equal weight to each of the twelve factors. See Burger Boys, Inc. v. S. St. Seaport Ltd. P'ship (In re Burger Boys, Inc.), 183 B.R. 682, 688 (S.D.N.Y. 1994). The relevant factors with regard to this Motion are (i) whether the debtors' insurer has assumed full responsibility for defending them; (ii) whether litigation in another forum would prejudice the interests of other creditors; (iii) whether the parties are ready for trial in the other proceeding; (iv) lack of any connection with or interference with the bankruptcy case; and (v) impact of the stay on the parties and the balance of harms. As demonstrated below, H.E. Services has not,

In lieu of applying the twelve-factor test used in this Circuit for almost two decades, H.E. Services seeks to have this Court consider only three factors used in the Seventh Circuit by directing the Court's attention to In re Fernstrom Storage & Van Co., 938 F.2d 731 (7th Cir. 1991).

and indeed cannot, carry the burden of establishing that sufficient cause exists to lift the automatic stay. Accordingly, the Motion should be denied.

- I. The Debtors And Their Creditors Will Be Prejudiced Because The Debtors' Insurer Has Not Assumed Full Responsibility For Defending The Case
- 12. As noted above, the Debtors do not have insurance to cover the liability associated with H.E. Services' claim. All costs associated with defending the action and any liability that may ultimately arise on account of the action would be borne directly by the Debtors to the detriment of their stakeholders. As a result, the Debtors and their estates would be prejudiced if the automatic stay were modified to permit the H.E. Services' litigation to proceed at this point in these chapter 11 cases.

### II. The Debtors Are Not Prepared For Trial

13. In addition, the H.E. Services' litigation is in its infancy. The action was filed in June 2005, only a few months before the Debtors' petition date. See In re Comdisco, 271 B.R. 273, 277–80 (Bankr. N.D. Ill. 2002) (denying motion to lift stay regarding securities class action in its early stages). In fact, the case is in such a preliminary phase that there has yet to be a scheduling order entered, much less discovery. Despite the size of the Debtors, H.E. Services' assertion of a \$100 million claim is significant to these estates. Modifying the automatic stay to allow H.E. Services to proceed against the Debtors in a \$100 million action would require the Debtors and their counsel to invest in time-consuming and costly litigation to the detriment of other efforts that are more central to the Debtors' efforts to reorganize.

- III. Lifting The Stay Would Unnecessarily Interfere With The Debtors' Restructuring Efforts
- 14. The Debtors and their estates would be prejudiced if the automatic stay were modified now to permit the H.E. Services' litigation to proceed. The Debtors are in the midst of critical negotiations with their unions and GM to address numerous issues regarding U.S. legacy liabilities and operational restrictions driven by collective bargaining agreements. In furtherance of these efforts, and as stated above, the Debtors commenced the prosecution of their motion under sections 1113 and 1114 of the Bankruptcy Code seeking authority to reject U.S. labor agreements. In addition, the Debtors also intend to prosecute their motion to reject unprofitable supply contracts with GM.
- at this time will distract the Debtors from these critical issues and will thus cause significant prejudice. In re U.S. Brass Corp., 173 B.R. 1000, 1006 (Bankr. E.D. Tex. 1994) ("When balancing the hardships in lifting the stay, the most important factor is the effect of such litigation on the administration of the estate; even slight interference with the administration may be enough to preclude relief.") (citing In re Curtis, 40 B.R. 795, 806 (Bankr. D. Utah 1984)); see In re Comdisco, 271 B.R. at 280 (finding that "it would be irresponsible and subversive of the purpose of the automatic stay to allow any resources and attention of the Debtor to be diverted to other matters not directly related to its reorganization"). Denying H.E. Services' Motion is consistent with one of the purposes of the automatic stay, which is to allow the Debtors breathing space. See, e.g.,

<u>In re Enron Corp.</u>, 300 B.R. at 211 (finding that "'[t]he purpose of the automatic stay is to give the debtor a breathing spell from creditors") (citations omitted).

- 16. In addition to the reasons set forth above, the Debtors are parties to more than two hundred active and threatened lawsuits across the country. Lifting the automatic stay for H.E. Services presumably would encourage other parties with litigation claims against the Debtors, to seek similar relief, thereby forcing the Debtors to defend against dozens of motions to modify the automatic stay. This result would be contrary to the fundamental principles set forth by Congress as a basis for the automatic stay. See, e.g., LTV Steel Co. v. Bd. of Educ. (In re Chateaugay Corp.), 93 B.R. 26, 30 (S.D.N.Y. 1988) (noting that automatic stay is intended to prevent "chaotic and uncontrolled scramble for the debtor's assets in a variety of uncoordinated proceedings in different courts"); Midlantic Nat'l Bank, 474 U.S. at 503; In re Drexel Burnham Lambert Group, Inc., 113 B.R. at 837. Therefore, H.E. Services should not be allowed at this time to lift the stay and proceed with its litigation against the Debtors.
- IV. The Balance Of The Harms Weighs In Favor Of <u>Denying The H.E. Services' Motion</u>
- 17. In stark contrast to the substantial prejudice that the Debtors would suffer, H.E. Services cannot show that it would be prejudiced if the Motion were denied. H.E. Services will face only the ordinary delay that all creditors face in complex chapter 11 cases. See In re Comdisco, 271 B.R. at 277–80 (finding that "the automatic stay almost always delays litigants ... [t]hat, after all, is its purpose, and the reason they call it a 'stay'"). H.E. Services simply would experience the creditor delay that is inherent in the bankruptcy process, and is an unavoidable and intended consequence of the automatic

stay. H.E. Services may file a proof of claim against the Debtors prior to the July 31, 2006 bar date if it chooses to do so.

No. 3263) (the "Supplement"), contending that the relief it requests is consistent with the relief granted to Automotive Technologies International ("ATI") (Docket No. 3200). The facts and circumstances of ATI's cases are wholly unlike those of H.E. Services' case. The ATI cases were filed years before the Debtors filed their chapter 11 cases.

Moreover, in contrast to the H.E. Services' case in which the litigation has barely begun, ATI's action was on appeal, the issues had been fully briefed, and the parties were awaiting oral argument. Clearly, the ATI facts are entirely different than the facts at hand. For all the reasons stated above, the Debtors request that the Motion together with the Supplement be denied.

### Conclusion

19. A balancing of the competing interests of the Debtors and H.E. Services demonstrates that the automatic stay should not be modified to permit H.E. Services to proceed with the H.E. Service litigation at the critical stage of these chapter 11 cases. H.E. Services fails to meet the burden of establishing that sufficient cause exists to lift the automatic stay. For the reasons set forth above, the Motion should be denied.

#### Notice

20. Notice of this Objection has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain

Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

## Memorandum Of Law

21. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) denying the Motion and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York June 9, 2006

# SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ John Wm. Butler, Jr.
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# **EXHIBIT H**

Hearing Date: June 19, 2006

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP 333 West Wacker Drive, Suite 2100 Chicago, Illinois 60606 (312) 407-0700 John Wm. Butler, Jr. (JB 4711) John K. Lyons (JL 4951) Ron E. Meisler (RM 3026)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

(Jointly Administered)

Debtors. : (Jointly Administered

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DEBTORS' OBJECTION TO MOTION OF CINDY PALMER, PERSONAL REPRESENTATIVE OF THE ESTATE OF MICHAEL PALMER, DECEASED, FOR RELIEF FROM AUTOMATIC STAY Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this objection (the "Objection") to the motion of Cindy Palmer, personal representative of the estate of Michael Palmer, deceased ("Palmer"), for relief from the automatic stay, dated March 6, 2006 (the "Motion") (Docket No. 2708), and the Supplement to the Motion, dated April 18, 2006 (the "Supplement") (Docket No. 3267). In support of the Objection, the Debtors respectfully represent as follows:

### **Preliminary Statement**

- 1. With respect to the Motion, the Debtors are amenable to modifying the automatic stay for the <u>sole</u> and <u>limited</u> purpose of allowing Palmer to prosecute the Palmer Appeal (as defined below). The Debtors object to the Motion, however, to the extent that Palmer seeks any additional relief beyond allowing Palmer to prosecute the Palmer Appeal in the Michigan Court of Appeals. If Palmer receives a favorable ruling in the Palmer Appeal, she should return to this Court to request any additional relief that she may deem necessary.
- 2. On August 24, 2001, Palmer commenced an action against Delphi alleging that the actions of Delphi proximately caused the wrongful death of Michael Palmer. On November 21, 2002, the trial court granted Delphi's motion for summary disposition, and Palmer appealed to the Michigan Court of Appeals (the "Palmer Appeal"). Oral arguments were scheduled for October 12, 2005, but due to the commencement of the Debtors' Chapter 11 cases, the oral arguments were stayed. By the

Motion, Palmer has asked the Court for relief from the automatic stay, not only to adjudicate the Palmer Appeal, but if successful on the appeal to prosecute the Palmer litigation to in the lower court.

- 3. The Palmer Appeal has been fully briefed and filed with the Michigan Court of Appeals. Only oral arguments in front of the Michigan Court of Appeals and a decision from the appellate court remain to adjudicate the Palmer Appeal. Because the Debtors have already expended the resources required to prepare Delphi's defense and brief the issues raised on appeal, the Debtors do not object to the modification of the automatic stay for the sole and limited purpose of allowing Palmer to prosecute the Palmer Appeal with the Michigan Court of Appeals. Upon conclusion of the proceedings in the Michigan Court of Appeals (whether by affirmation, reversal, or other ruling), however, Palmer should be required to return to this Court if she desires further relief from the automatic stay. To the extent that Palmer is not willing to modify the automatic stay under the terms set forth above, and is seeking to continue the litigation beyond a judgment in the Michigan Court of Appeals the Debtors object to the Motion as set forth further below.
- 4. The automatic stay should either be modified for the <u>sole</u> and <u>limited</u> purpose of allowing Palmer to prosecute the Palmer Appeal or, in the alternative, the Motion should be denied because Palmer has failed to offer sufficient evidence to show adequate cause for relief from the automatic stay to continue her personal injury litigation against Delphi, among other defendants. Indeed, the movant has not shown <u>any</u> cause to take any action beyond the prosecution of the Palmer Appeal. In support of its Motion, Palmer alleges that (i) its lawsuit will require no significant time from any

employee involved in the Debtors' bankruptcy cases and (ii) both the Debtors and Palmer will benefit if the stay is lifted and these matters are brought to judgment and collection.

Neither allegation is correct.

- 5. If the Palmer Appeal results in a reversal of the trial court's decision and the matter is allowed to proceed to judgment, the Debtors' estates will be directly affected. Due to the structure of the Debtors' insurance program, as described in more detail below, any claim paid by the Debtors' insurer will result in the insurer's holding an administrative expense priority claim in an equal amount against the Debtors. Thus, for every dollar paid to Palmer by the Debtors' insurer within the Debtors' deductible (at least \$1 million deductible), the Debtors will have to reimburse their insurer that same amount. As a result, allowing the litigation to proceed to judgment will directly affect the Debtors' estates. Moreover, the Debtors also retain the duty to defend. Undertaking this duty in and of itself will cause unnecessary expense and distraction. In addition, the Debtors have recently moved for an Order Under 11 U.S.C. § 362 And Fed. R. Bankr. P. 7016 And 9019 Approving Procedures For Modifying The Automatic Stay To Allow For (i) Liquidating And Settling And/Or (ii) Mediating Certain Prepetition Litigation Claims ("Lift Stay Procedures") (Docket No. 4038). Provided that the procedures are approved, to the extent that Palmer is successful in her appeal, there will be another outlet for Palmer to liquidate her case.
- 6. It is important to note that although the Palmer Appeal is in advanced stages, if the Michigan Court of Appeals were to reverse the trial court's decision, the litigation would once again be active. Under such a scenario, the Debtors

would be unnecessarily distracted and valuable resources that would otherwise be allocated to the administering of the estate would be wasted.

- 7. Indeed, on March 31, 2006, the Debtors announced their strategy to prepare for their return to stable, profitable business operations through a broad-based global restructuring. In furtherance of the Debtors' restructuring efforts, on May 9, 2006, the hearing on the Debtors' motion for authority to reject U.S. labor agreements and to modify retiree benefits under sections 1113 and 1114 of the Bankruptcy Code commenced. Moreover, the Debtors expect to commence the hearing on their motion for authority to reject certain unprofitable supply contracts with General Motors Corporation ("GM") after the section 1113 and 1114 hearing has concluded. The Debtors are also preparing to implement other aspects of their transformation plan including streamlining the Debtors' product portfolio, transforming the Debtors' salaried workforce to ensure that the Debtors' organizational and cost structure is competitive, and devising a workable solution to the Debtors' current pension issues. The resolution of these matters, which will require the Debtors' undivided attention, is key to the Debtors' ability to complete its U.S.-based restructuring and emerge from chapter 11.
- 8. Accordingly, the Debtors should not now be forced to divert their focus from the formidable issues at hand to enable Palmer to resume the litigation related to her claims and collect any judgment from the Debtors. To permit adjudication of Palmer's claims at this time would giver her a preference over other holders of disputed, unliquidated claims and would encourage other similarly situated parties to seek similar relief. The Debtors are parties to more than two hundred active and threatened lawsuits throughout the country. If the automatic stay is lifted for Palmer for the purpose of

allowing her to proceed against Delphi beyond the Palmer Appeal, the Debtors may be inundated with similar motions by other litigants. Thus, rather than focusing on restructuring efforts in order to emerge from chapter 11 as soon as possible, the Debtors would be required instead to reallocate needed resources to defend against numerous motions to modify the automatic stay.

9. The Debtors should not be forced to litigate prepetition claims with Palmer or any other similarly situated claimant at this time. The automatic stay was designed to avoid precisely this type of distraction for debtors. Permitting a modification of the stay to allow Palmer to proceed against Delphi – other than pursuit of the Palmer Appeal – would defeat the this fundamental protection afforded by Congress to a chapter 11 debtor.

### Argument

Code is one of the most fundamental and significant protections that the Bankruptcy Code affords a debtor. Midlantic Nat'l Bank v. N.J. Dep't of Envt'l. Prot., 474 U.S. 494, 503 (1986); see also In re Drexel Burnham Lambert Group Inc., 113 B.R. 830, 837 (Bankr. S.D.N.Y. 1990) ("[A]utomatic stay is key to the collective and preservative nature of a bankruptcy proceeding."). The automatic stay is designed to, among other purposes, give the debtor a "breathing spell" after the commencement of a chapter 11 case and shield the debtor from creditor harassment and a multitude of litigation in a variety of forums at a time when the debtor's personnel should be focusing on restructuring. See Taylor v. Slick, 178 F.3d 698, 702 (3d Cir. 1999), cert. denied, 528 U.S. 1079 (2000); In re Enron Corp., 300 B.R. 201 (Bankr. S.D.N.Y. 2003).

- effect on a debtor's estate, enabling bankruptcy courts to ensure that debtor has the opportunity to rehabilitate and reorganize its operations. See Manville Corp. v. Equity Sec. Holders Comm. (In re Johns-Manville Corp.), 801 F.2d 60, 62–64 (2d Cir. 1986); see also Fid. Mortgage Investors v. Camelia Builders, Inc., 550 F.2d 47, 53 (2d Cir. 1976) ("Such jurisdiction is necessary 'to exclude any interference by the acts of others or by proceedings in other courts where such activities or proceedings tend to hinder the process of reorganization."") (citation omitted); AP Indus. Inc. v. SN Phelps & Co. (In re AP Indus., Inc.), 117 B.R. 789, 798 (Bankr. S.D.N.Y. 1990) ("The automatic stay prevents creditors from reaching the assets of the debtor's estate piecemeal and preserves the debtor's estate so that all creditors and their claims can be assembled in the bankruptcy court for a single organized proceeding.").
- 12. Section 362(d)(1) of the Bankruptcy Code provides that the court may grant relief from the automatic stay "for cause." In Sonnax Indus. v. Tri Component Prods. Corp. (In re Sonnax Indus.), 907 F.2d 1280, 1285 (2d Cir. 1990), the Court of Appeals explained the burden-shifting regime on a motion to modify the automatic stay:

The burden of proof on a motion to lift or modify the automatic stay is a shifting one. Section 362(d)(1) requires an initial showing of cause by the movant, while Section 362(g) places the burden of proof on the debtor for all issues other than "the debtor's equity in property," 11 U.S.C. § 362(g)(1). See 2 Collier on Bankruptcy ¶ 362.10, at 362-76. If the movant fails to make an initial showing of cause, however, the court should deny relief without requiring any showing from the debtor that it is entitled to continued protection.

13. "If the movants fail to make an initial showing of cause . . . the court should deny relief without requiring any showing from the debtor that it is entitled

Transp. Co., 82 B.R. 351, 353 (Bankr. E.D. Pa. 1988) (noting that unsecured creditors face difficult task of producing evidence to establish balance of hardships tips in their favor to obtain stay relief). Moreover, during the debtor's exclusivity period, "an unsecured, unliquidated claim holder should not be permitted to pursue litigation against the debtor in another court unless extraordinary circumstances are shown." See In re

Pioneer Commercial Funding Corp., 114 B.R. 45, 48 (Bankr. S.D.N.Y. 1990). As more fully described below, Palmer has not shown any cause, let alone extraordinary cause, sufficient to obtain relief from the automatic stay. The failure of Palmer to satisfy her burden to show cause is sufficient grounds to deny her Motion and Supplement.

14. Even if the movant had offered any evidence to satisfy cause, this Court may nonetheless evaluate the propriety of lifting the stay under the circumstances. In re Sonnax Indus., 907 F.2d at 1288. Courts have traditionally used multifactor tests to determine whether cause exists to modify or lift the automatic stay. The Second Circuit has used a twelve-factor lift stay test articulated in the Sonnax case. In re Sonnax sets forth a list of twelve factors that should be considered when deciding whether the stay should be lifted to allow litigation against a debtor to continue in another forum:

(1) whether relief would result in a partial or complete resolution of the issues; (2) lack of any connection with or interference with the bankruptcy case; (3) whether the other proceeding involves the debtor as a fiduciary; (4) whether a specialized tribunal with the necessary expertise has been established to hear the cause of action; (5) whether the debtor's insurer has assumed full responsibility for defending it; (6) whether the action primarily involves third parties; (7) whether litigation in another forum

In lieu of applying the twelve-factor test used in this Circuit for almost two decades, Palmer seeks to have this Court consider only three factors used in the Seventh Circuit by directing the Court's attention to In re Fernstrom Storage & Van Co., 938 F.2d 731 (7th Cir. 1991).

would prejudice the interests of other creditors; (8) whether the judgment claim arising from the other action is subject to equitable subordination; (9) whether movant's success in the other proceeding would result in a judicial lien avoidable by the debtor; (10) the interests of judicial economy and the expeditious and economical resolution of litigation; (11) whether the parties are ready for trial in the other proceeding; and (12) impact of the stay on the parties and the balance of harms.

Id. at 1286. See also In re Curtis, 40 B.R. 795, 799–800 (Bankr. D. Utah 1984). All twelve factors will not be relevant in every case, Mazzeo v. Lenhart (In re Mazzeo), 167 F.3d 139, 143 (2d Cir. 1999), nor must the Court afford equal weight to each of the twelve factors. See Burger Boys, Inc. v. S. St. Seaport Ltd. P'ship (In re Burger Boys, Inc.), 183 B.R. 682, 688 (S.D.N.Y. 1994). The relevant factors with regard to this Motion are (i) whether the Debtors' insurer has assumed full responsibility for defending them; (ii) whether litigation in another forum would prejudice the interests of other creditors; (iii) whether the parties are ready for trial in the other proceeding; (iv) lack of any connection with or interference with the bankruptcy case; and (v) impact of the stay on the parties and the balance of harms. As demonstrated below, Palmer has not, and indeed cannot, carry the burden of establishing that sufficient cause exists to lift the automatic stay. Moreover, to the extent that Palmer is successful with its appeal and provided that the Court approves the Lift Stay Procedures, Palmer will have another outlet to liquidate her case. Accordingly, the Motion should be denied.

- I. The Debtors And Their Creditors Will Be Prejudiced Because The Debtors' Insurer Has Not Assumed Full Responsibility For Defending The Case
- 15. Although the Debtors have insurance coverage for the Palmer suit, a judgment would nonetheless prejudice the estate. As previously disclosed in the Debtors' motion for order authorizing renewal of insurance coverage (Docket No. 1559),

the Debtors are required under their prepetition insurance program for general liability, product liability, and automobile liability claims to pay their insurers amounts that the Debtors are or may be obligated to pay to other parties but which are paid by their insurers. Under the various liability policies, the Debtors have deductible limits, depending on the date and nature of the claim, ranging from \$1 million to \$5 million. Therefore, the Debtors are obligated to pay any portion of a claim that falls within the applicable deductible limit.

16. On January 9, 2006, this Court authorized the Debtors to assume the various insurance agreements under which this obligation arises. Subsequently, the Debtors in fact assumed these agreements. Accordingly, if the Debtors' insurer makes any payments directly to Palmer that fall within the Debtors' deductible, the Debtors' insurers would have administrative expense priority claims against the Debtors' estates with respect to such payments.

## II. The Debtors Are Not Prepared For Trial

17. As discussed above, although the Palmer Appeal is in advanced stages, if the Michigan Court of Appeals were to reverse the trial court's decision, the case would once again become active. Modifying the automatic stay to allow Palmer to proceed with the litigation against the Debtors would require the Debtors and their counsel to invest in potentially time-consuming and costly litigation.

# III. Lifting The Stay Would Unnecessarily Interfere With The Debtors' Restructuring Efforts

18. The Debtors and their estates would be prejudiced if the automatic stay were modified now to permit the Palmer litigation to proceed. The Debtors are in

the midst of critical negotiations with their unions and GM to address numerous issues regarding U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements. In furtherance of these efforts, and as stated above, the Debtors commenced the prosecution of their motion under sections 1113 and 1114 of the Bankruptcy Code seeking authority to reject U.S. labor agreements. In addition, the Debtors intend to prosecute their motion to reject unprofitable supply contracts with GM.

- Allowing Palmer to proceed with its litigation, other than to complete the appeal process that is already under way, would distract the Debtors from these critical issues and would thus cause significant prejudice to the Debtors. In re U.S.

  Brass Corp., 173 B.R. 1000, 1006 (Bankr. E.D. Tex. 1994) ("When balancing the hardships in lifting the stay, the most important factor is the effect of such litigation on the administration of the estate; even slight interference with the administration may be enough to preclude relief.") (citing In re Curtis, 40 B.R. 795, 806 (Bankr. D. Utah 1984)); see In re Comdisco, 271 B.R. at 280 (finding that "it would be irresponsible and subversive of the purpose of the automatic stay to allow any resources and attention of the Debtor to be diverted to other matters not directly related to its reorganization"). Denying Palmer's Motion is consistent with one of the purposes of the automatic stay, which is to allow the Debtors breathing space. See, e.g., In re Enron Corp., 300 B.R. at 211 (finding that "'[t]he purpose of the automatic stay is to give the debtor a breathing spell from creditors") (citations omitted).
- 20. In addition to the reasons set forth above, the Debtors are parties to more than two hundred active and threatened lawsuits throughout the country. Lifting the automatic stay for Palmer presumably would encourage other parties with litigation

claims against the Debtors, even those in the preliminary stages of litigation, to seek similar relief, thereby forcing the Debtors to defend against dozens of motions to modify the automatic stay. This result would be contrary to the purpose of section 362 of the Bankruptcy Code. See, e.g., LTV Steel Co. v. Bd. of Educ. (In re Chateaugay Corp.), 93 B.R. 26, 30 (S.D.N.Y. 1988) (noting that automatic stay is intended to prevent "chaotic and uncontrolled scramble for the debtor's assets in a variety of uncoordinated proceedings in different courts"); Midlantic Nat'l Bank, 474 U.S. at 503; In re Drexel Burnham Lambert Group, Inc., 113 B.R. at 837. Therefore, Palmer should not be allowed to lift the stay and proceed with its litigation against the Debtors, other than to complete its pending appeal.

- IV. The Balance Of The Harms Weighs In Favor Of Denying The Palmer's Motion
- 21. In stark contrast to the substantial prejudice that the Debtors would suffer, Palmer cannot show that it would be prejudiced if the Motion were denied.

  Palmer will face only the ordinary delay that all creditors face in complex Chapter 11 cases. See In re Comdisco, 271 B.R. at 277–80 (finding that "the automatic stay almost always delays litigants ... [t]hat, after all, is its purpose, and the reason they call it a 'stay'"). Palmer simply would experience the creditor delay that is inherent in the bankruptcy process, and is an unavoidable and intended consequence of the automatic stay.²

The Debtors attempted to consensually resolve the Motion and offered to enter into a Stipulation and Agreed Order (the "Proposed Stipulation") whereby, with this Court's consent, the automatic stay would be modified for the sole and limited purpose of allowing Palmer to prosecute to decision the Palmer Appeal. Under the proposed stipulation, Palmer's rights to seek further relief from the

### Conclusion

22. A balancing of the competing interests of the Debtors and Palmer demonstrates that the automatic stay should not be modified to permit Palmer to proceed with the Palmer litigation other than to complete the pending appeal. Palmer has failed to meet the burden of establishing that sufficient cause exists to lift the automatic stay. For the reasons set forth above, the automatic stay should be lifted for the sole and limited purpose of allowing Palmer to prosecute the Palmer Appeal.

### Notice

23. Notice of this Objection has been provided in accordance with the Seventh Supplemental Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing Omnibus Hearing Dates And Certain Notice, Case Management, And Administrative Procedures, entered by this Court on May 19, 2006 (Docket No. 3824). In light of the nature of the relief requested, the Debtors submit that no other or further notice is necessary.

### Memorandum Of Law

24. Because the legal points and authorities upon which this Objection relies are incorporated herein, the Debtors respectfully request that the requirement of the service and filing of a separate memorandum of law under Local Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York be deemed satisfied.

WHEREFORE the Debtors respectfully request that the Court enter an order (i) denying the Motion and (ii) granting the Debtors such other and further relief as is just.

Dated: New York, New York June 9, 2006

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# **EXHIBIT I**

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11

DELPHI CORPORATION, <u>et al.</u>, : Case No. 05-44481 (RDD)

Debtors. : (Jointly Administered)

----- X

DEBTORS-APPELLEES' RULE 8006 DESIGNATION OF ADDITIONAL RECORD ITEMS ON APPEAL

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure (the "Rules"), appellees Delphi Corporation and certain of its subsidiaries and affiliates, debtors, and debtors-in-possession in the above-captioned cases (collectively, "Delphi," the "Debtors," or "Debtors-Appellees"), hereby submit their designation of additional items to be included in the record on appeal (the "Debtors' Designation of Record") in connection with the Notice of Appeal and appellate record designations filed in the above-captioned case by Wilmington Trust Company ("Wilmington Trust" or "Appellant") on May 18, 2006 (Docket No. 3813), and May 30, 2006 (Docket No. 3961), respectively; and the Notice of Appeal filed by Appaloosa Management L.P., and Lampe Conway & Co., LLC (collectively, the "Ad Hoc Shareholders Group") on May 31, 2006 (Docket No. 3974).

### I. Designation Of Record

The following additional items are to be included in the record on appeal:

_

Submission by the Debtors of their Designation of Record is not intended to be, and should not be construed as, an admission, concession, or agreement that this Court has jurisdiction to entertain either Appellant's appeal, or that either Appellant has complied with the rules and requirements pertaining to appeals taken from orders of the Bankruptcy Court. In this regard, the Debtors reserve all of their rights to challenge these appeals, including the appealability of the Bankruptcy Court's subject order, both on substantive and procedural grounds.

Designation		Docket	
No.	Date	No.	Description
D-1	04/05/06	n/a	Exhibits for the Deposition of John D. Sheehan, held on April 5, 2006 (deposition transcript designated by Wilmington Trust as Designation 29)
D-2	04/05/06	3125	Stipulation and Agreed Protective Order Governing Production and Use of Confidential and Highly Confidential Information in Connection with the Motion or Order Under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 Approving Debtors' Human Capital Hourly Attrition Programs (Trial Ex. 28)

Dated: New York, New York June 9, 2006

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# **EXHIBIT J**

### 05-44481-rdd Doc 4175 Filed 06/13/06 Entered 06/13/06 20:56:25 Main Document Pg 73 of 85 Delphi Corporation Special Parties

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### 05-44481-rdd Doc 4175 Filed 06/13/06 Entered 06/13/06 20:56:25 Main Document Pg 74 of 85 Delphi Corporation Special Parties

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## **EXHIBIT L**

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Special Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP
Mastromarco & Jahn, P.C.	Victor J. Mastromarco, Jr.	1024 North Michigan Avenue	P.O. Box 3197	Saginaw	МІ	48605-3197

## **EXHIBIT M**

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CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PARTY / FUNCTION
Edward M. Fox	599 Lexington Avenue		New York	NY	10022		Counsel to Wilmington Trust
							Company, as Indenture trustee
Glenn Kurtz	1155 Avenue of the Americas		New York	NY	10036-2787		Counsel for Appaloosa
Gerard Uzzi							Management, LP
Douglas Baumstein							
Thomas Lauria	Wachovia Financial Center	200 South Biscayne	Miami	FL	33131		Counsel for Appaloosa
Frank Eaton		Blvd., Suite 4900					Management, LP
	Edward M. Fox  Glenn Kurtz Gerard Uzzi Douglas Baumstein Thomas Lauria	Edward M. Fox 599 Lexington Avenue  Glenn Kurtz 1155 Avenue of the Americas Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center	Edward M. Fox 599 Lexington Avenue  Glenn Kurtz 1155 Avenue of the Americas Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center 200 South Biscayne	Edward M. Fox 599 Lexington Avenue New York  Glenn Kurtz Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center 200 South Biscayne Miami	Edward M. Fox 599 Lexington Avenue New York NY  Glenn Kurtz Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center 200 South Biscayne Miami FL	Edward M. Fox 599 Lexington Avenue New York NY 10022  Glenn Kurtz 1155 Avenue of the Americas Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center 200 South Biscayne Miami FL 33131	Edward M. Fox 599 Lexington Avenue New York NY 10022  Glenn Kurtz 1155 Avenue of the Americas Gerard Uzzi Douglas Baumstein  Thomas Lauria Wachovia Financial Center 200 South Biscayne Miami FL 33131